

A. STATE AGENCY LEASES JULY 11, 2012

La. R.S. 30:151 identifies the term "agency" as a levee district, drainage district, road district, school board, or other board, commission, parish, municipality, state university, state college, state penal or charitable institution or agency, unit or institution of the state or subdivision thereof.

La. R.S. 30:155 provides that, if an agency doesn't want the Mineral and Energy Board to do its mineral leasing, it may do its own mineral leasing, the lease given must still be approved by the State Mineral and Energy Board under R.S. 30:158.

La. R.S. 30:156 provides that, if an agency wants to mineral lease its own property, it must follow the same leasing process as the State does, including advertising, sealed bids, etc.

La. R.S. 30:158 provides that, if a mineral lease given by an agency of its own property is not approved by the Mineral and Energy Board, it is an absolutely void lease.

Pursuant to the above statutory authority, listed below are leases given by state agencies and submitted for State Mineral and Energy Board approval. The staff examines the documents submitted to make sure that the agency follows all of the steps this office goes through in leasing State owned acreage and that the document has been properly notarized.

1. STATE AGENCY LEASE (A)

CALCASIEU PARISH, LOUISIANA

An Oil, Gas and Mineral Lease from the Calcasieu Parish Police Jury, dated May 17, 2012, awarded to K-Exploration Company, covering lands located in Township 8 South, Ranges 7 and 8 West, Calcasieu Parish, Louisiana, LESS AND EXCEPT all that portion of the described tract lying and situated inside the confines of the GEB UH RA SU, containing 50 acres, more or less, with further contractual obligations being more enumerated in the instrument.

BIDDER AND LESSEE BONUS RENTAL ROYALTIES TERM : K-Exploration Company : \$15,050.00 (\$301.00/acre)

: \$7,525.00

: 25% on oil, gas and other minerals

: Three years

There was only one bid submitted. (Current rider attached)

A. STATE AGENCY LEASES JULY 11, 2012

2. AMENDMENT OF STATE AGENCY LEASE (B)

UNION PARISH, LOUISIANA

An Amendment of that certain State Agency Lease from The Town of Farmerville, dated August 24, 2011, awarded to T.S. Dudley Land Company, Inc., whereas said parties desire to amend and replace the property descriptions shown on Exhibit "A" attached hereto, with corrected and revised property descriptions shown on Exhibit "B" attached hereto, Union Parish, Louisiana, with further contractual obligations being more enumerated in the instrument.

La. R.S. 30:128 (A) provides that no transfer or assignment in relation to any lease of minerals or mineral rights owned by the state shall be valid unless approved by the State Mineral and Energy Board. Additionally, transfers or assignments shall not be granted to prospective leaseholders that are not currently registered with the office of mineral resources.

This sections deals with such transfers of interest in state mineral leases in the form of assignments of rights, subleases, and stipulations of interest. It also deals with transfers such as mergers or changes of names, which act as an assignment of interest to the newly named or emerging entity from a merger. Accompanying each of the items submitted in this section was an Ownership Transfer Form (formerly called a Form B) listing the pre- transfer ownership interest in the lease and the post- transfer ownership interest. Each document is carefully checked by the staff to ensure that the interest transfer figures are consistent, that our ownership records are complete and that all form requirements are met.

1. ASSIGNMENT

STATE LEASE NOS. 20776 and 20779, Jefferson and Plaquemines Parishes, Louisiana

An Assignment from Cypress Energy Corporation to Houston Energy, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 20776 and 20779, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument.

<u>Houston Energy, L.P.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

2. ASSIGNMENT

STATE LEASE NOS. 20786 and 20787, Cameron Parish, Louisiana

An Assignment from Theophilus Oil, Gas & Land Services, LLC to Chevron U.S.A. Inc., of all of Assignor's right, title and interest in and to State Lease Nos. 20786 and 20787, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Chevron U.S.A. Inc.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

3. ASSIGNMENT

STATE LEASE NO. 20438, Lafourche Parish, Louisiana

An Assignment from ConocoPhillips Company to Apache Corporation, of all of Assignor's right, title and interest in and to State Lease No. 20438, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Apache Corporation</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

4. ASSIGNMENT

STATE LEASE NOS. 6430, 6748 and 7394, Lafourche Parish, Louisiana

An Assignment from Brighton Acquisitions Company, L.L.C. to Brighton Energy, L.L.C., of all of Assignor's right, title and interest in and to State Lease Nos. 6430, 6748 and 7394, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Brighton Energy</u>, <u>L.L.C.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

ASSIGNMENT

STATE LEASE NO. 18070, Iberia Parish, Louisiana

An Assignment from Delta Lands Exploration, Inc. to Tortuga Interests, Inc., of all of Assignor's right, title and interest in and to State Lease No. 18070, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Tortuga Interests</u>, <u>Inc.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

6. QUITCLAIM

STATE LEASE NO. 7501 Lafourche Parish, Louisiana

A Quitclaim from Goodrich Oil Company, of all of Assignor's right, title and interest to the following in the proportions set out below:

Alpine Exploration Companies, Inc.

1%

Big Sky Operating Companies, Inc.

99%

in and to State Lease No. 7501, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Alpine Exploration Companies, Inc.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

7. QUITCLAIM

STATE LEASE NO. 7501, Lafourche Parish, Louisiana

A Quitclaim from La/Cal Energy Partners, II, of all of Assignor's right, title and interest to the following in the proportions set out below:

Alpine Exploration Companies, Inc.

1%

Big Sky Operating Companies, Inc.

99%

in and to State Lease No. 7501, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Alpine Exploration Companies, Inc.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

8. CHANGE OF NAME

STATE LEASE NO. 19141, Terrebonne Parish, Louisiana

A Change of Name whereby WAC Exploration Company, LLC is changing its name to Tensas Delta Exploration Company, LLC, affecting State Lease No. 19141, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

9. ASSIGNMENT

STATE LEASE NO. 19141, Terrebonne Parish, Louisiana

An Assignment from Tensas Delta Exploration Company, LLC to TDX Energy, LLC, of all of Assignor's right, title and interest in and to State Lease No. 19141, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>TDX Energy, LLC</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

10. ASSIGNMENT

STATE LEASE NO. 328, Lafourche Parish, Louisiana

An Assignment from Wolf Von Buchholtz to Kriti Exploration, Inc., of all of Assignor's right, title and interest in and to State Lease No. 328, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Kriti Exploration, Inc.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

11. ASSIGNMENT

STATE LEASE NO. 328, Lafourche Parish, Louisiana

An Assignment from John D. Gourley, husband of Mary Salmon Gourley to Kriti Exploration, Inc., of all of Assignor's right, title and interest in and to State Lease No. 328, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Kriti Exploration, Inc.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

12. ASSIGNMENT

STATE LEASE NO. 328, Lafourche Parish, Louisiana

An Assignment from Calto Oil Company to Kriti Exploration, Inc., of all of Assignor's right, title and interest in and to State Lease No. 328, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Kriti Exploration, Inc.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

13. ASSIGNMENT

STATE LEASE NO. 1691, Terrebonne Parish, Louisiana

An Assignment from Cochran Energy Inc. and 123 Tec LP to Wagner Oil Company, of all of Assignor's right, title and interest in and to State Lease No. 1691, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Wagner Oil Company</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

14. ASSIGNMENT

STATE LEASE NO. 1691, Terrebonne Parish, Louisiana

An Assignment from Wagner Oil Company to Carancahua, LP, of all of Assignor's right, title and interest in and to State Lease No. 1691, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Carancahua, LP</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

15. CHANGE OF NAME

STATE LEASE NOS. 3528, 3529, 3978, 4242 and 14645, Jefferson and Plaquemine Parishes, Louisiana

A Change of Name whereby Denbury Offshore, Inc. is changing its name to Newfield DAQ Inc, affecting State Lease Nos. 3528, 3529, 3978, 4242 and 14645, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument.

16. CHANGE OF NAME

STATE LEASE NOS. 3528, 3529, 3978, 4242 and 14645, Jefferson and Plaquemines Parishes, Louisiana

A Change of Name whereby Newfield DAQ Inc. is changing its name to Newfield Exploration Company, under the name of Newfield Exploration Company, affecting State Lease Nos. 3528, 3529, 3978, 4242 and 14645, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument.

17. ASSIGNMENT

STATE LEASE NOS. 502 19857, 20447 and 20448, LaSalle Parish, Louisiana

An Assignment from Pryme Lake Exploration LLC to Sito Exploration LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 502, 19857, 20447 and 20448, LaSalle Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Sito Exploration LLC</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

18. ASSIGNMENT

STATE LEASE NO. 12104, Livingston Parish, Louisiana

An Assignment from Callon Drilling Fund 1982-A and Callon Drilling Fund 1982-B to Callon Consolidated Partners LP, of all of Assignor's right, title and interest in and to State Lease No. 12104, Livingston Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Callon Consolidated Partners LP</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

MERGER

STATE LEASE NO. 12104, Livingston Parish, Louisiana

A Merger whereby Callon Consolidated Partners, L.P. is merging with and into Callon Petroleum Holding Company, under the name of Callon Petroleum Company, affecting State Lease No. 12104, Livingston Parish, Louisiana, with further particulars being stipulated in the instrument.

20. ASSIGNMENT

STATE LEASE NO. 12104, Livingston Parish, Louisiana

An Assignment from Callon Petroleum Company and Callon Petroleum Operating Company to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease No. 12104, Livingston Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Indigo Minerals LLC</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

21. ASSIGNMENT

STATE LEASE NOS. 8091 and 13470, St. Mary Parish, Louisiana

An Assignment from Greenbriar Energy LP IV to Pennsylvania Castle Energy Corp., of all of Assignor's right, title and interest in and to State Lease Nos. 8091 and 13470, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Pennsylvania Castle Energy Corp.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

22. ASSIGNMENT

STATE LEASE NO. 12608, St. Martin Parish, Louisiana

An Assignment from Citadel Oil and Gas, LLC to Pennsylvania Castle Energy Corp., of all of Assignor's right, title and interest in and to State Lease No. 12608, St. Martin Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Pennsylvania Castle Energy Corp.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

23. ASSIGNMENT

STATE LEASE NO. 12608, St. Martin Parish, Louisiana

An Assignment from Blue Diamond Ventures LLC to Pennsylvania Castle Energy Corp., of all of Assignor's right, title and interest in and to State Lease No. 12608, St. Martin Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Pennsylvania Castle Energy Corp.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

24. ASSIGNMENT

STATE LEASE NOS. 15009 and 15057, Jefferson Parish, Louisiana

An Assignment from Quantum Resources A1, LP, Black Diamond Resources, LLC, QAC Carried WI, LP and QAB Carried WI, LP to Edward Oil Company, of all of Assignor's right, title and interest in and to State Lease Nos. 15009 and 15057, Jefferson Parish, Louisiana, INSOFAR AND ONLY INSOFAR AS said lease is located with CRIS2 RA SUA, with further particulars being stipulated in the instrument.

<u>Edward Oil Company</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

25. ASSIGNMENT

STATE LEASE NOS. 19038, 19040 and Operating Agreement "A0290", Jefferson and Terrebonne Parishes, Louisiana

An Assignment from Energy XXI Gulf Coast, Inc. to Energy XXI Onshore LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 19038, 19040 and Operating Agreement "A0290", Jefferson and Terrebonne Parishes, Louisiana, with further particulars being stipulated in the instrument.

<u>Energy XXI Onshore LLC</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

26. ASSIGNMENT

STATE LEASE NOS. 19038, 19040 and Operating Agreement "A0290", Jefferson and Terrebonne Parishes, Louisiana

An Assignment from Energy XXI Onshore, LLC to Shoreline Southeast LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 19038, 19040 and Operating Agreement "A0290", Jefferson and Terrebonne Parishes, Louisiana, with further particulars being stipulated in the instrument.

<u>Shoreline Southeast LLC</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

27. ASSIGNMENT

STATE LEASE NO. 20372, Caddo Parish, Louisiana

An Assignment from Gemini Explorations, Inc. to Rock Well Petroleum (U.S.), Inc., of all of Assignor's right, title and interest in and to State Lease No. 20372, Caddo Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers and pertains to the Annona Chalk Formation, Reservoir T, between the interval depths of 1,337' and 1,620', with further particulars being stipulated in the instrument.

Rock Well Petroleum (U.S.), Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

28. ASSIGNMENT

STATE LEASE NOS. 14216, 14217, 14560, 16795 and 16298, Plaquemines Parish, Louisiana

An Assignment from Andex Resources, L.L.C. to McMoRan Oil & Gas LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 14216, 14217, 14560, 16795 and 16298, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

McMoRan Oil & Gas LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

29. ASSIGNMENT

STATE LEASE NO. 20862, Lafourche Parish, Louisiana

An Assignment from Tacoma Energy Corporation to Houston Energy, L.P., of all of Assignor's right, title and interest in and to State Lease No. 20862, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Houston Energy, L.P.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

30. ASSIGNMENT

STATE LEASE NOS. 15155, 15202 and 15726, Calcasieu Parish, Louisiana

An Assignment from Bartell Exploration, Inc. to Bartell Exploration, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 15155, 15202 and 15726, Calcasieu Parish, Louisiana, with further particulars being stipulated in the instrument.

<u>Bartell Exploration, L.P.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

31. MERGER

STATE LEASE NOS. 6430, 6748 and 7394, Lafourche Parish, Louisiana

A Merger whereby Brighton Energy, L.L.C. is merging with and into Unit Petroleum Company, affecting State Lease Nos. 6430, 6748 and 7394, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

32. ASSIGNMENT

STATE LEASE NO. 328, Lafourche Parish, Louisiana

An Assignment from First Australian Resources, Inc., Amadeus Petroleum, Inc. and JVR Petroleum, Inc. to Kriti Exploration, Inc., of all of Assignor's right, title and interest in and to State Lease No. 328, Lafourche Parish, Louisiana, INSOFAR AND ONLY INSOFAR AS the lease covers those depths from the top of the Hollywood Sand found at a true vertical depth of approximately 11,660' below the surface of the earth to the base of the Middle Hollywood Sand found at a depth of 12,215', with further particulars being stipulated in the instrument.

<u>Kriti Exploration, Inc.</u> is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

C. DEPARTMENT OF WILDLIFE AND FISHERIES STATE AGENCY LEASE TRANSFERS JULY 11, 2012

The State Agency Leases require that any transfer of interest be approved by the Agency prior to the transfer. By Co-operative Endeavor Agreement, dated effective December 18, 2009, the Office of Mineral Resources has assumed responsibility for the administration of all State Agency Leases awarded by or on behalf of the said Department of Wildlife and Fisheries.

This section deals with transfers of interests in those State Agency Leases for the Department of Wildlife and Fisheries now under administration by the Office of Mineral Resources as staff of the Louisiana State Mineral and Energy Board and for which approval by the Board is being requested. Accompanying each item submitted in this section was an Ownership Transfer Form (Form-B) listing the pre-transfer and post-transfer interest of all party lease owners in the lease(s) herein set forth. Each document is carefully checked by the staff to ensure that the interest transfer figures are consistent with and reflect the interest in our records; and further, that all form requirements are met.

No items received for this category.

D. ADVERTISED PROPOSALS JULY 11, 2012

La. R.S. 30:129.1 provides that certain types of agreements entered into by the State with respect to its mineral leasing activity must be advertised within a specific time of the State Mineral and Energy Board meeting at which those agreements will be acted on.

These items are called advertised items. They consist of unitization agreements, lease amendments, gas production contracts, amendments, compromise agreements and other types of agreements. These items are checked by the staff to make sure that the contents of the agreement correctly reflect the understanding of all parties, that the form is authentic and properly notarized and that the items have met the statutory advertisement requirements.

1. LEASE AMENDMENT (12-17)

STATE LEASE NO. 4237, Terrebonne Parish, Louisiana

A Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board and Black Elk Energy Offshore Operations, LLC, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 4237, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

2. LEASE AMENDMENT (12-18)

STATE LEASE NO. 17309, Terrebonne Parish, Louisiana

A Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, whereas said parties desire to amend any prior shut-in payment clause presently found in said Lease with new oil shut-in payment clause, affecting State Lease No. 17309, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

3. LEASE AMENDMENT (12-19)

OPERATING AGREEMENT "A0285", Terrebonne Parish, Louisiana

A Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, whereas said parties desire to insert an oil and gas well shut-in payment clause to said Operating Agreement, affecting Operating Agreement "A0285", Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

D. ADVERTISED PROPOSALS JULY 11, 2012

4. OPERATING AGREEMENT (12-20)

IBERVILLE PARISH, LOUISIANA

An Operating Agreement by and between the State of Louisiana, through the State Mineral and Energy Board and ExPert Oil & Gas, L.L.C., to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State a State Production Interest equal to 22.5% before payout, increasing to 23.5% after payout, in and to the Operating Tract, whereas operator desire and intends to obtain production from the Lorio RC SUA, covering a portion of Former State Lease No. 19896, containing 3.0 acres more or less, Iberville Parish, Louisiana, with further particulars being stipulated in the instrument.

5. ACT OF CORRECTION (12-21)

STATE LEASE NOS. 14031, 18737 and 18738, Jefferson Parish, Louisiana

An Act of Correction, of that certain Voluntary Unit, dated December 14, 20111, by and between the State Mineral and Energy Board and Energy XXI GOM, L.L.C., whereas said parties hereby stipulate and agree that the VUA is hereby amended by substituting the Revised Plat prepared by C.H. Fenstermaker & Associates, Inc, dated June 4, 2012, attached hereto as Exhibit "A", in place of the Original Plat, affecting State Lease Nos. 14031, 18737 and 18738, Jefferson Parish, Louisiana, with further particulars being stipulated in the instrument.